

23804-E

MAY 26 '10 -4 55 PM

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



SURFACE TRANSPORTATION BOARD

U.S. MAIL UPS 2<sup>nd</sup> DAY AIR

May 24, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Amendment to Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of an Amendment to Memorandum of Lease Agreement dated May 16, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 23804.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: The Goodyear Tire & Rubber Company  
2000 Goodyear Drive  
Houston, TX 77017

A description of the railroad equipment covered by the enclosed document is for five (5) tank cars having TGOX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Durine  
Senior Documentation Specialist

Enclosures

(GDYR015/A)

ASSGN. NO. GDYR015A

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## AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of May, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Goodyear Tire & Rubber Company ("Lessee"), an Ohio corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2001, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 6 (and such Lease Agreement) was i) filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on April 1, 2008 at 3:00 p.m. with secondary Recordation Number 23804-D.

WHEREAS, two additional Cars, FURX 120584 and FURX 120591, are to be subject to the Lease.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

EXHIBIT A to the Lease and Agreement is hereby deleted in its entirety and replaced with the attached revised EXHIBIT A; and

Except as amended hereby, the terms and conditions of such Lease and Memorandum remain in full force and effect; and

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

[The remainder of this page has been intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulsky  
Name: SUSAN GROKULSKY  
Title: ASST. DIRECTOR OF  
DOCUMENTATION

By: Richard F. Seymour  
Name: \_\_\_\_\_  
Title: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING  
Executed on this 16<sup>th</sup> day of May, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County  
and State aforesaid, certify that RICHARD F. SEYMOUR personally  
appeared before me this day and acknowledged his due execution of the foregoing Amendment to  
Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16<sup>th</sup> day of May, 2010, 2009.

My Commission Expires:

6-2012  
(Notary Public)

Georgia Freiburger  
Notary Public



LESSEE:

THE GOODYEAR TIRE & RUBBER COMPANY

ATTEST:

By: [Signature]  
Name: BERTRAM BELL  
Title: ASSISTANT SECRETARY

By: [Signature]  
Name: MARK PURTILAR  
Title: VP and CPO

Executed on this 24 day of MARCH, 2009.  
2010

[CORPORATE SEAL]

STATE OF Ohio  
COUNTY OF Summit

I, Urrainna M. Wilson, a Notary Public of the County  
and State aforesaid, certify that Mark W. Purtilar, Vice President Chief Procurement Officer personally  
appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to  
Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of March, 2009.  
2010

Urrainna M. Wilson  
Notary Public

My Commission Expires:  
Urrainna Wilson  
Resident Summit County  
Notary Public, State of Ohio  
My Commission Expires: 10/20/10  
(Notary Public)

**EXHIBIT A TO AMENDMENT TO MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Five (5)

**DESCRIPTION OF CARS:** 3 – Tank Cars – 20,000 gallon, lined, 263,000 lbs. GRL (T104)  
• 2 – Tank Cars – 20,000 gallon, lined, 263,000 lbs. GRL (T105)

**CAR NUMBERS:** Existing Cars: - TGOX 1652, TGOX 1655, and TGOX 1676

Cars added: - FURX 120584 and FURX 120591.